

DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I hereby declare that:

My residence, post office address, and citizenship are as stated below next to my name.

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled "**DISTRIBUTED NETWORK COMMUNICATION SYSTEM WITH ROAMING FEATURES**," the specification of which:

is attached hereto.
 was filed on April 18, 2000, as Application Serial No. 09/551,291
 and was amended on _____ (if applicable).

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose to the Patent and Trademark Office all information known to me to be material to patentability of the subject matter claimed in this application, as "materiality" is defined in 37 C.F.R. § 1.56.

I hereby claim foreign priority benefits under 35 U.S.C. § 119(a)-(d) or § 365(b) of any foreign application(s) for patent or inventor's certificate listed below, or under § 365(a) of any PCT international application listed below designating least one country other than the United States of America, and have identified below any foreign application for patent or inventor's certificate, or of any PCT international application, having a filing date before that of the application on which priority is claimed.

<u>Prior Foreign Application No.</u>	<u>Country</u>	<u>Filing Date</u> (mm/dd/yy)	<u>Priority</u> <u>Claimed</u>	<u>Cert. copy</u> <u>Attached</u>
N/A	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

I hereby claim the benefit under 35 U.S.C. § 119(e) of any United States provisional application(s) listed below.

<u>Provisional Application No.</u>	<u>Filing Date</u> (mm/dd/yy)
N/A	_____
_____	_____

I hereby claim the benefit under 35 U.S.C. § 120 of any United States application(s) listed below, or under § 365(c) of any PCT international application listed below designating the United States of America, and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States or PCT international application in the manner provided by the first paragraph of 35 U.S.C. § 112, I acknowledge the duty to disclose all information known to me to be material to the patentability of the subject matter claimed in this application, as "materiality" is defined in 37 C.F.R. § 1.56, which became available between the filing date of the prior application and the national or PCT international filing date of this application.

<u>Parent Application No.</u>	<u>Filing Date</u> (mm/dd/yy)	<u>Parent Patent No. (if applicable) or Status</u>
09/433,818	11/03/1999	Pending
_____	_____	_____

The Assignee hereby revokes any previous Powers of Attorney and appoints

Dan R. Christen	Reg. No. 39,943
Kevin L. Daffer	Reg. No. 34,146
Jeffrey C. Hood	Reg. No. 35,198
B. Noël Kivlin	Reg. No. 33,929
Robert C. Kowert	Reg. No. 39,255
Lawrence J. Merkel	Reg. No. 41,191
Eric B. Meyertons	Reg. No. 34,876
David A. Rose	Reg. No. 26,223

each of said attorneys being members or associates of the firm of Conley, Rose & Tayon, P.C., as attorney or agent for so long as they remain with such company or firm, with full power of substitution and revocation, to prosecute the application, to make alterations and amendments therein, to transact all business in the Patent and Trademark Office in connection therewith, and to receive the Letters Patent.

Please direct all communications to:

Jeffrey C. Hood
 Conley, Rose & Tayon, P.C.
 P.O. Box 398
 Austin, Texas 78767-0398
 Phone: (512) 476-1400

I hereby declare that all statements made herein of my own knowledge are true and that all statements made herein on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001 and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Inventor's Full Name:

Brett B. Stewart

Inventor's Signature:

Date: 7/19/2000

City and State (or Foreign Country) of Residence:

Austin, TX

Citizenship:

U.S.A.

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(Include number, street name, city, state and zip code)

Inventor's Full Name:

James Thompson

Inventor's Signature:

Date: 7-19-00

City and State (or Foreign Country) of Residence:

Austin, TX

Citizenship:

U.S.A.

Post Office and Residence Address:

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(Include number, street name, city, state and zip code)

Inventor's Full Name: Kathleen E. McClelland

Inventor's Signature: K. McClelland Date: 7-19-00

City and State (or Foreign Country) of Residence: Austin, TX Citizenship: USA

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5285-04800



UNITED STATES DEPARTMENT OF COMMERCE

Patent and Trademark Office

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SEPTEMBER 19, 2000

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UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

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BRIEF: ASSIGNMENT OF ASSIGNOR'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:

STEWART, BRETT B.

DOC DATE: 07/19/2000

ASSIGNOR:

THOMPSON, JAMES W.

DOC DATE: 07/19/2000

ASSIGNOR:

MCCLELLAND, KATHLEEN E.

DOC DATE: 07/19/2000

ASSIGNEE:

WAYPORT, INC.
8303 N. MOPAC EXPWY., SUITE A-300
AUSTIN, TEXAS 78759

SERIAL NUMBER: 09551291
PATENT NUMBER:

FILING DATE: 04/18/2000
ISSUE DATE:

SEP 26 2000

THIS DOCUMENT IS A COPY INTENDED TO BE FILED IN ATTY. DKT. NO.
5285-04806 CONCURRENTLY HEREWITHE

TARA WASHINGTON, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

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To the Honorable Commissioner of Patents and Trademarks.

or copy thereof.

1. Name of conveying party(ies):

Brett B. Stewart, James W. Thompson, Kathleen E. McClelland

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 19, 2000

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the filing date of this application is:

A. Patent Application No.(s) 09/551,291 filed April 18, 2000

B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jeffrey C. Hood

Internal Address: Conley, Rose & Tayon, P.C.

Street Address: P.O. Box 398

City Austin State TX ZIP 78767-0398

07/31/2000 ENMND 00000010 09551291

05 FC:581

40.00 DP

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

 Enclosed Authorized to be charged to deposit account8. Deposit account number:
(Attach a duplicate copy of this page if paying by deposit account)

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9. Statement and Signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jeffrey C. Hood
Name of Person Signing
Reg. No. 35,198

Signature

7/25/2000

Date

Total number of pages comprising cover sheet: 1

ASSIGNMENT

FOR GOOD AND VALUABLE CONSIDERATION, the receipt, sufficiency and adequacy of which are hereby acknowledged, the undersigned does hereby:

SELL, ASSIGN AND TRANSFER to WAYPORT, INC. (the "Assignee"), a corporation organized and existing under and by virtue of the laws of the State of Delaware, and having its principal place of business at 8303 N. MoPac, Suite A-300, Austin, TX 78759, the entire right, title and interest for the United States and all foreign countries, in and to any and all improvements which are disclosed in the application for United States Letters Patent, which was filed April 18, 2000, Serial No. 09/551,291, and is entitled **DISTRIBUTED NETWORK COMMUNICATION SYSTEM WITH ROAMING FEATURES**, such application and all divisional, continuing, substitute, renewal, reissue and all other applications for patent which have been or shall be filed in the United States and all foreign countries on any of such improvements; all original and reissued patents which have been or shall be issued in the United States and all foreign countries on such improvements; and specifically including the right to file foreign applications under the provisions of any convention or treaty and claim priority based on such application in the United States;

AUTHORIZE AND REQUEST the issuing authority to issue any and all United States and foreign patents granted on such improvements to the Assignee;

WARRANT AND COVENANT that no assignment, grant, mortgage, license or other agreement affecting the rights and property herein conveyed has been or will be made to others by the undersigned, and that the full right to convey the same as herein expressed is possessed by the undersigned;

COVENANT that, when requested and at the expense of the Assignee, to carry out in good faith the intent and purpose of this assignment, the undersigned will execute all divisional, continuing, substitute, renewal, reissue, and all other patent applications on any and all such improvements; execute all rightful oaths, declarations, assignments, powers of attorney and other papers; communicate to the Assignee all facts known to the undersigned relating to such improvements and the history thereof; and generally do everything possible which the Assignee shall consider desirable for securing, maintaining and enforcing proper patent protection for such improvements and for vesting title to such improvements in the Assignee;

COVENANT AND AGREE that the above is and will be binding on the heirs, assigns, representatives and successors of the undersigned and extend to the successors, assigns and nominees of the Assigns.

(Signature)

Name: Brett B. Stewart

Date: 7-19-00

Witness:

J. C. Hood
Jeffrey C. Hood

(Signature)

Name: James W. Thompson

Date: 7-19-00

Witness:

J. C. Hood
Jeffrey C. Hood

(Signature)

Name: Kathleen E. McClelland

Date: 7-19-00

Witness:

J. C. Hood
Jeffrey C. Hood

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